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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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NOTICE OF FILING OF ADDITIONAL EXHIBIT TO DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105, 363(b), (f), AND (m), 365 AND 1123, AND FED R. BANKR. P. 2002, 6004, 6006, and 9014 FOR ORDERS: (A)(I) AUTHORIZING AND APPROVING SALE PROCEDURES, INCLUDING BREAK-UP FEE AND EXPENSE REIMBURSEMENT; (II) SCHEDULING BID DEADLINE AND SALE HEARING; (III) APPROVING FORM AND MANNER OF NOTICE THEREOF; AND (IV) GRANTING RELATED RELIEF AND (B)(I) AUTHORIZING THE SALE OF CERTAIN ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS; (II) AUTHORIZING AND APPROVING ASSET PURCHASE AGREEMENTS THERETO; (III) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES RELATED THERETO; AND (IV) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE THAT on May 14, 2012, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ filed the *Debtors' Motion*

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 6].

Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief (the “Sale Motion”) [Docket 61].

PLEASE TAKE FURTHER NOTICE THAT in further support of the Sale Motion, the Debtors hereby submit the attached purchase price schedule as “Exhibit G” to the Sale Motion.

Dated: May 14, 2012
New York, New York

/s/ Larren M. Nashelsky
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EXHIBIT G

Estimated Purchase Price Allocation by Facility

Purchase price reflects estimates based on 2/29/2012 values and is subject to change
Allocation shown below is based on book value and is for illustrative purposes

(\$ in millions)

(\$ in millions)

	Book Value of Assets as of 2/29/2012										2/29/2012 Estimated Purchase Price Allocated by Facility									
	Ally Revolver	Blanket	Ally LOC	Citi MSR	GSAP	BMMZ Repo	Fannie EAF	Unpledged	Total	Int'l/ Capre	Grand Total	Ally Revolver	Blanket	Ally LOC	Citi MSR	GSAP	BMMZ Repo	Fannie EAF	Unpledged	Total
Bid Assets																				
HFS	\$ 343	\$ 127	\$ 648	\$ -	\$ -	\$ 382	\$ -	\$ -	\$ 1,500	\$ -	\$ 1,500	\$ 356	\$ 124	\$ 660	\$ -	\$ -	\$ 397	\$ -	\$ -	\$ 1,537
Servicer Advance	676	12	79	-	792	-	144	108	1,811	-	1,811	591	11	74	-	777	-	133	103	1,689
MSR	-	1	206	602	-	-	-	393	1,203	-	1,203	-	2	203	363	-	-	-	99	665
Trading Securities	29	14	-	-	-	-	-	-	43	-	43	34	-	-	-	-	-	-	-	34
Other AR	-	4	36	36	-	4	-	13	93	-	93	2	4	4	-	-	2	-	-	12
Other	-	49	-	-	-	-	-	-	49	-	49	-	5	-	-	-	-	-	-	5
Subtotal Bid Assets	1,049	207	969	638	792	387	144	515	4,700	-	4,700	983	145	940	363	777	399	133	201	3,942
3rd Party Subservicing												-	-	31	-	-	-	-	-	31
Less Allocated Liabilities																				(72)
Total Est. Purchase Price												\$ 983	\$ 145	\$ 972	\$ 363	\$ 777	\$ 399	\$ 133	\$ 201	\$ 3,901
Cash																				
Cash	69	174	-	-	91	-	-	252	586	120	706									
Restricted Cash	-	211	-	-	-	-	-	-	211	123	334									
Non-Bid Assets																				
HFS	42	15	22	-	-	-	-	-	79	5	84									
Servicer Advance	95	(0)	-	-	178	-	-	-	273	0	273									
Trading Securities	-	11	42	-	-	-	-	-	53	(0)	53									
GNMA AR	29	329	466	-	-	-	-	-	824	-	824									
GNMA Loans	36	124	189	-	-	-	-	-	350	-	350									
REO	5	15	11	-	-	-	-	-	32	4	35									
Other AR	3	27	-	-	-	-	-	6	36	33	69									
Other	-	12	-	-	-	-	-	-	12	34	47									
Subtotal Bid Assets	211	534	730	-	178	-	-	6	1,657	76	1,734									
Total Assets	1,329	1,126	1,699	638	1,060	387	144	772	7,154	319	7,474									
Plus Excluded Assets			2						2		8,589									
Grand Total Assets	\$ 1,329	\$ 1,126	\$ 1,701	\$ 638	\$ 1,060	\$ 387	\$ 144	\$ 772	\$ 7,156	\$ 319	\$ 16,063									